

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 15009-A FILED

AUG 21 '01 3:12 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

August 21, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Security Agreement, dated as of August 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents and equipment previously filed with the Commission under Recordation Number 15009.

The names and addresses of the parties to the enclosed document are:

Debtor: FINOVA Capital Corporation
(f/k/a Greyhound Leasing &
Financial Corporation)
4800 N. Scottsdale Rd.
MS 5E10
Scottsdale, AZ 85251-7623

Collateral Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
August 21, 2001
Page Two

A description of the railroad equipment covered by the enclosed document is:

125 tank railcars TILX 100045 - TILX 100163 and TILX 120000 - TILX 120005

A short summary of the document to appear in the index follows:

Memorandum of Security Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, made and entered into as of August 21, 2001, by and between FINOVA CAPITAL CORPORATION ("Debtor") and WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee under a Collateral Trust Agreement dated as of August 21, 2001 ("Collateral Trustee").

WITNESSETH:

Each of the undersigned have entered into that certain Security Agreement on August 21, 2001, by and between Debtor and Collateral Trustee (said agreement being referred to herein as the "Security Agreement"). By the Security Agreement, Debtor has granted to Collateral Trustee a first priority security interest in all of the rail equipment described in Schedule I hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Agreement to be executed by their respective, duly-authorized officers as of the day and year first above written.

FINOVA CAPITAL CORPORATION

By 

Name: Richard Lieberman

Title: Vice President and Deputy
General Counsel

WILMINGTON TRUST COMPANY,
as Collateral Trustee

By _____

Name:

Title:

RECORDATION NO. 15009-A FILED

AUG 21 '01 1 3-12 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, made and entered into as of August __, 2001, by and between FINOVA CAPITAL CORPORATION ("Debtor") and WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee under a Collateral Trust Agreement dated as of August __, 2001 ("Collateral Trustee").

WITNESSETH:

Each of the undersigned have entered into that certain Security Agreement on August __, 2001, by and between Debtor and Collateral Trustee (said agreement being referred to herein as the "Security Agreement"). By the Security Agreement, Debtor has granted to Collateral Trustee a first priority security interest in all of the rail equipment described in Schedule I hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Agreement to be executed by their respective, duly-authorized officers as of the day and year first above written.

FINOVA CAPITAL CORPORATION

By _____
Name:
Title:

WILMINGTON TRUST COMPANY,
as Collateral Trustee

By 
Name: Steven Cimatore
Title: Vice President

STATE OF Arizona)
COUNTY OF Maricopa) SS)

On this 16th day of August, 2001, in Maricopa County, Arizona
before me personally appeared Richard Fuchsma to me personally known,
who, being by me duly sworn, says that he/she is the
VP, Security General Counsel of FINOVA CAPITAL CORPORATION, that the
foregoing instrument was signed on behalf of said corporation by authority of its
Board of Directors, and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Maria C. Gutierrez
Notary Public

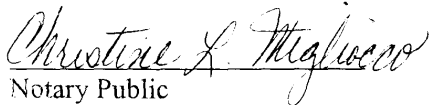
[NOTARIAL SEAL]

My commission expires: _____



STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this 17th day of August, 2001 before me personally appeared STEVEN COMPTON, to me personally known, who, being by me duly sworn, says that he/she is the VICE PRESIDENT of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Wilmington Trust Company.


Notary Public

[NOTARIAL SEAL]

My commission expires: **CHRISTINE L. MIGLIOCCO**
NOTARY PUBLIC
My Commission Expires Jan. 13, 2004

SCHEDULE I

125 tank railcars:

TILX 100045 - TILX 100163

TILX 120000 - TILX 120005